

ORIGINAL

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
Jerome S. Hirsch
Four Times Square
New York, New York 10036
Tel: (212) 735-3000

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
WILLIAM JENNINGS GOLSTON, Individually and
on Behalf of *All Others Similarly Situated*, :

Plaintiff, : No. 08 Civ. 2984 (RJS)

- against - :

ORION ENERGY SYSTEMS, INC., NEAL R :
VERFUERTH, DANIEL J. WAIBEL, THOMAS A. :
QUADRACCI, MICHAEL J. POTTS, DIANA :
PROPPER de CALLEJON, JAMES R. KACKLEY, :
ECHKHART G. GROHMANN, PATRICK J. :
TROTTER, THOMAS WEISEL PARTNERS, LLC, :
CANACCORD ADAMS, INC., AND PACIFIC :
GROWTH EQUITIES, LLC, :

**NOTICE OF MOTION
FOR ADMISSION
PRO HAC VICE OF
MATTHEW R. KIPP**

Defendants.

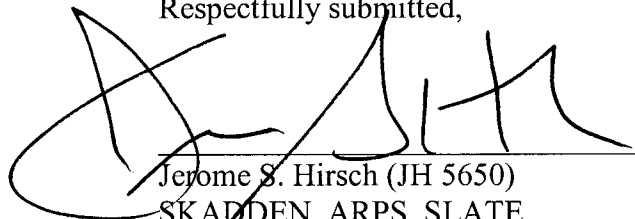
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PLEASE TAKE NOTICE that, upon the annexed Affidavit of Jerome S. Hirsch in Support of Motion for Admission Pro Hac Vice, and the annexed Affidavit of Matthew R. Kipp, and attachments thereto, submitted herewith, defendants Orion Energy Systems, Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter, through the undersigned, will move this Court before the Honorable Richard J. Sullivan, at the United States Courthouse, 500 Pearl Street, Room 615, New York, New York 10007, as soon as counsel may be heard, for an order pursuant to Rule 1.3(c) of the Rules of the United States District Court for the Southern District of New York,

admitting Matthew R. Kipp to practice *pro hac vice* in the above-captioned matter. For the Court's convenience, a form of Order is annexed hereto.

Dated: New York, New York
April 22, 2008

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Jerome S. Hirsch', is written over a horizontal line.

Jerome S. Hirsch (JH 5650)
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
Tel: (212) 735-3000

Attorneys for Defendants Orion
Energy Systems, Inc., Neal R.
Verfuerth, Daniel J. Waibel, Thomas
A. Quadracci, Michael J. Potts,
Diana Propper de Callejon, James R.
Kackley, Echhart G. Grohmann, and
Patrick J. Trotter

Of Counsel

Matthew R. Kipp
Donna L. McDevitt
Andrew J. Fuchs
Martin V. Sinclair, Jr.
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MEAGHER & FLOM LLP
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Defendants.

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Jerome S. Hirsch, being duly sworn, deposes and states that:

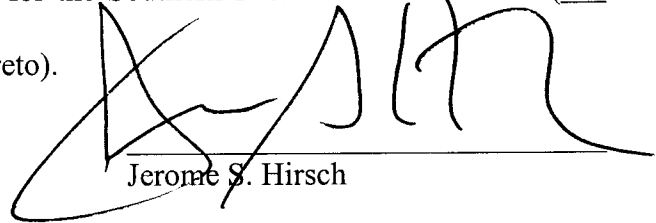
1. I am a member of the law firm of Skadden, Arps, Slate, Meagher
& Flom LLP.

2. I am counsel in this matter for defendants Orion Energy Systems,
Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana
Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter. I
am a member of the bar of the State of New York and admitted to practice in the United
States District Court for the Southern District of New York.

3. I make this affidavit in support of the motion, pursuant to Local
Rule 1.3(c), for the admission of Matthew R. Kipp to practice *pro hac vice* in the above-

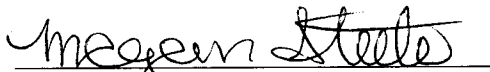
captioned matter. I know Mr. Kipp to be of the highest character and fully recommend his admission. Mr. Kipp serves as counsel to defendants Orion Energy Systems, Inc., Neal R. Verfuether, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter. (See Affidavit of Matthew R. Kipp, annexed hereto).

4. As shown in the Certificate of Admission annexed to his affidavit in support of his admission *pro hac vice*, Mr. Kipp is a member in good standing of the bar of Illinois. He is familiar with the Federal Rules of Civil Procedure and with the Rules of the United States District Court for the Southern District of New York. (See Affidavit of Matthew R. Kipp annexed hereto).



Jerome S. Hirsch

Sworn to before me
this 22nd day of April 2008.



Notary Public

MEGAN H. STEELE
NOTARY PUBLIC, State of New York
No. 01878177812
Qualified in New York County
Commission Expires Nov. 5, 2011

SKADDEN, ARPS, SLATE,
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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
WILLIAM JENNINGS GOLSTON, Individually and
on Behalf of *All Others Similarly Situated*, :

Plaintiff, : No. 08 Civ. 2984 (RJS)

- against - :

ORION ENERGY SYSTEMS, INC., NEAL R. : **AFFIDAVIT OF**
VERFUERTH, DANIEL J. WAIBEL, THOMAS A. : **MATTHEW R. KIPP**
QUADRACCI, MICHAEL J. POTTS, DIANA : **IN SUPPORT OF**
PROPPER de CALLEJON, JAMES R. KACKLEY, : **MOTION FOR ADMISSION**
ECHKHART G. GROHMANN, PATRICK J. : **PRO HAC VICE**
TROTTER, THOMAS WEISEL PARTNERS, LLC, :
CANACCORD ADAMS, INC., AND PACIFIC :
GROWTH EQUITIES, LLC, :

Defendants.

----- x

STATE OF ILLINOIS)
)ss:
COUNTY OF COOK)

Matthew R. Kipp, being duly sworn, deposes and states that:

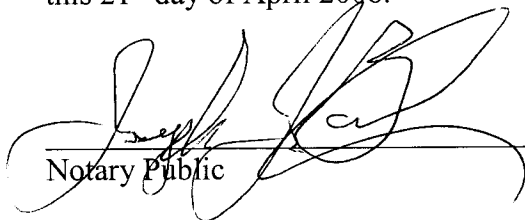
1. I am counsel in this matter for defendants Orion Energy Systems, Inc., Neal R. Verfuert, Daniel J. Waibel, Thomas A. Quadracci, Michael J. Potts, Diana Propper de Callejon, James R. Kackley, Echhart G. Grohmann, and Patrick J. Trotter.
2. I make this affidavit in support of the motion for my admission to practice *pro hac vice* in the above-captioned matter.

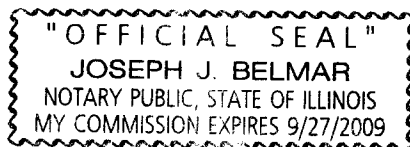
3. I am a member of the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Chicago, Illinois 60606, telephone number (312) 407-0700, facsimile number (312) 407-0411.

4. As shown in the Certificate of Admission annexed hereto, I am a member in good standing of the bar of Illinois. I am admitted to practice before the United States District Court for the Northern District of Illinois. I am familiar with the Federal Rules of Civil Procedure and with the Rules of the United States District Court for the Southern District of New York.


Matthew R. Kipp

Sworn to before me
this 21st day of April 2008.


Notary Public



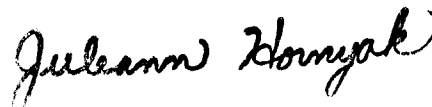
Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

Matthew Robert Kipp

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 9, 1989 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto
placed my hand and affixed the seal
of said Supreme Court, at Springfield,
in said State, this Thursday, April 17, 2008.

A handwritten signature in black ink, reading "Juleann Hornyak". The signature is written in a cursive, flowing style.

Clerk

SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
Jerome S. Hirsch
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New York, New York 10036
Tel: (212) 735-3000

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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WILLIAM JENNINGS GOLSTON, Individually and
on Behalf of *All Others Similarly Situated*, :

Plaintiff, : No. 08 Civ. 2984 (RJS)

- against - : **ORDER**

ORION ENERGY SYSTEMS, INC., NEAL R :
VERFUERTH, DANIEL J. WAIBEL, THOMAS A. :
QUADRACCI, MICHAEL J. POTTS, DIANA :
PROPPER de CALLEJON, JAMES R. KACKLEY, :
ECHKHART G. GROHMANN, PATRICK J. :
TROTTER, THOMAS WEISEL PARTNERS, LLC, :
CANACCORD ADAMS, INC., AND PACIFIC :
GROWTH EQUITIES, LLC, :

Defendants.

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Upon consideration of the foregoing Notice of Motion for Admission *Pro*
Hac Vice of Matthew R. Kipp, and good cause having been shown,

IT IS SO ORDERED, this ____ day of April 2008, that such motion is
GRANTED.

RICHARD J. SULLIVAN
UNITED STATES DISTRICT
JUDGE

CERTIFICATE OF SERVICE

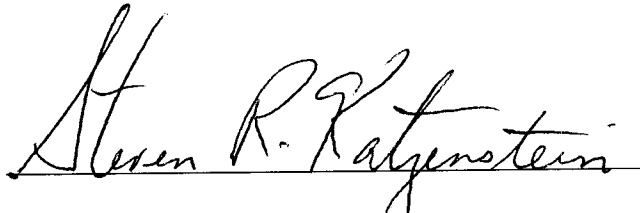
The undersigned an attorney duly admitted to practice law before this Court, hereby certifies under penalty of perjury, that on April 22, 2008, I caused a true and correct copy of the

Notice of Motion for Admission Pro Hac Vice of Matthew R. Kipp with the annexed [Proposed] Order and Affidavit of Jerome S. Hirsch in Support of Motion for Admission Pro Hac Vice sworn to on the 22nd day of April 2008 and Affidavit of Matthew R. Kipp in Support of Motion for Admission Pro Hac Vice sworn to on the 21st day of 2008.

To be served upon the following parties by First-Class mail:

Jeffrey A. Klafter, Esq.
Klafter & Olsen LLP
1311 Mamaroneck Avenue, Suite 220
White Plains, New York 10605
Telephone: (914) 997-5656
Facsimile: (914) 997-2444

Dated: New York, New York
April 22, 2008



Steven R. Katzenstein